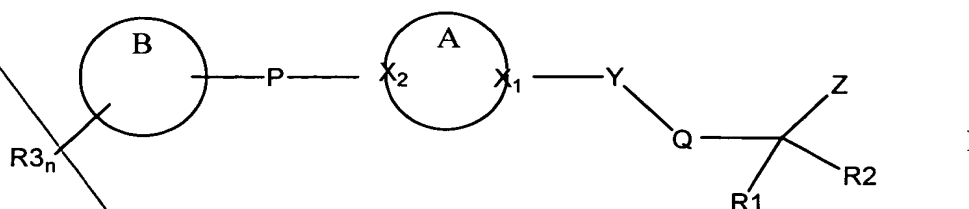


In the Claims

Please amend the claims as follows:

1. (Currently Amended) A compound of the formula I



wherein ring B is a monocyclic or bicyclic alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl ring comprising up to 12 ring atoms and containing one or more heteroatoms independently chosen from N, O, and S; alternatively ring B may be biphenyl; ring B may optionally be linked to ring A by a C1-4 alkyl or a C1-4 alkoxy chain linking the 2-position of ring B with a carbon atom alpha to X<sub>2</sub>;

each R<sub>3</sub> is independently selected from hydrogen, halogen, NO<sub>2</sub>, COOR wherein R is hydrogen or C1-6alkyl, CN, CF<sub>3</sub>, C1-6 alkyl, -S-C1-6 alkyl, -SO-C1-6 alkyl, C1-6 alkoxy and up to C10 aryloxy, n is 1, 2, or 3;

P is -(CH<sub>2</sub>)<sub>n</sub>- wherein n = 0, 1, 2, or P is an alkene or alkyne chain of up to six carbon atoms; where X<sub>2</sub> is C, P may be -Het-, -(CH[R<sub>6</sub>])<sub>n</sub>-Het-(CH[R<sub>6</sub>])<sub>n</sub>-or-Het-(CH[R<sub>6</sub>])<sub>n</sub>-Het-, wherein Het is selected from -CO-, -S-, SO-, -SO<sub>2</sub>-, -NR<sub>6</sub>-, or -O- wherein n is 1 or 2, or P may be selected from -CO-N(R<sub>6</sub>)-, -N(R<sub>6</sub>)-CO-, -SO<sub>2</sub>-N(R<sub>6</sub>)- and -N(R<sub>6</sub>)-SO<sub>2</sub>-, and R<sub>6</sub> is hydrogen, C1-6 alkyl, up to C10 aralkyl or up to C<sub>9</sub> heteroalkyl;

Ring A is a 5-7 membered aliphatic ring and may optionally be mono- or di-substituted by optionally substituted C1-6 alkyl or C1-6 alkoxy, each substituent being independently selected from halogen, C1-6 alkyl or an oxo group;

X<sub>1</sub> and X<sub>2</sub> are independently selected from N and C; ~~where a ring substituent on ring A is an oxo group this is preferably adjacent a ring nitrogen atom;~~

Y is selected from -SO<sub>2</sub>- and -CO-;

Z is -CONHOH, Y is -CO- and Q is selected from -C(R<sub>6</sub>)(R<sub>7</sub>)-, -C(R<sub>6</sub>)(R<sub>7</sub>)-CH<sub>2</sub>-, -N(R<sub>6</sub>)-, and -N(R<sub>6</sub>)-CH<sub>2</sub>- wherein R<sub>6</sub> is as defined above, and solely in relation to Q as here defined, R<sub>6</sub> may also represent up to C10 aryl and up to C<sub>9</sub> heteroaryl, and

R7 is H, C1-6 alkyl, or together with R6 forms a carbocyclic or heterocyclic spiro 5, 6 or 7 membered ring, the latter containing at least one heteroatom selected from N, O, and S;

Z is -CONHOH, Y is -SO<sub>2</sub>- and Q is selected from -C(R6)(R7)-, and -C(R6)(R7)-CH<sub>2</sub>-;

or Z is -N(OH)CHO and Q is selected from -CH(R6)-, -CH(R6)-CH<sub>2</sub>-, and -N(R6)-CH<sub>2</sub>-;

R1 is H, or C1-6 alkyl;

Z is selected from -COOH, -CONHOH, -N(OH)CHO and N(OH)COR wherein R is C1-6alkyl, up to C10 aryl and up to C9 aralkyl

And R2 is a ~~heterocyclic~~alkyl ring having 5-7 ring atoms and comprising one or two ring heteroatoms independently selected from oxygen, nitrogen and sulphur, the ring being optionally substituted by (i) Y-R9 wherein R9 is C1-6 alkyl, up to C10 aryl, up to C12 aralkyl or up to C12 heteroaryl(hetero)alkyl, or (ii) Y-T-R9 wherein Y and R9 are as previously defined and T is oxygen or N-R8 wherein R8 is hydrogen or C1-6 alkyl, the heteroatom(s) being independently selected from oxygen, nitrogen and sulphur; R9 and R8 independently being optionally substituted by one or two groups selected from halogen, NO<sub>2</sub>, CN, CF<sub>3</sub>, C1-6 alkyl, -S-C1-6 alkyl, -SO-C1-6 alkyl, -SO<sub>2</sub>-C1-6 alkyl and C1-6 alkoxy;

or a pharmaceutically-acceptable salt or in vivo hydrolysable precursor thereof.

2. (Currently Amended) A compound as claimed in claim 1 and wherein:

ring A is a 5-6 membered aliphatic ring and is optionally mono- or di-substituted by optionally substituted C1-6 alkyl or C1-6 alkoxy, each substituent being independently selected from halogen, C1-6 alkyl or an oxo group;

R3 is hydrogen, halogen, NO<sub>2</sub>, CF<sub>3</sub>, C1-4 alkyl, and C1-4 alkoxy;

n is 1 or 2;

ring B is monocyclic or bicyclic cycloalkyl, aryl, aralkyl or heteroaryl having up to 10 ring atoms;

P is -(CH<sub>2</sub>)<sub>n</sub>- wherein n is 0 or 1, or P is -NH-CO-;

one or both of X<sub>2</sub> and X<sub>1</sub> = N;

Y is -SO<sub>2</sub>- or -CO-;

Sub  
C1

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Q is -CH(R6)-, -CH(R6)-CH<sub>2</sub>-, -N(R6)-, and -N(R6)-CH<sub>2</sub>- wherein R6 is hydrogen or C1-6 alkyl; when Q = -N(R6)- or -N(R6)-CH<sub>2</sub>- then Y may also be -CS-, also Q may be linked to R1 or R2 to form a 5-7 alkyl or heteroalkyl ring;

R1 = hydrogen, or C1-4 alkyl;

Z = -CONHOH- or -N(OH)CHO

and R2 is a ~~heterocyclylalkyl~~ ring having 5-7 ring atoms and comprising one or two ring heteroatoms independently selected from oxygen, nitrogen and sulphur, the ring being optionally substituted by (i) Y-R9 wherein R9 is C1-6 alkyl, up to C10 aryl, up to C12 aralkyl or up to C12 heteroaryl(hetero)alkyl, or (ii) Y-T-R9 wherein Y and R9 are as stated in claim 1 and T is oxygen or N-R8 wherein R8 is hydrogen or C1-6alkyl, the heteroatom(s) being independently selected from oxygen, nitrogen and sulphur; R9 and R8 independently being optionally substituted by one or two groups selected from halogen, NO<sub>2</sub>, CN, CF<sub>3</sub>, C1-6alkyl, -S-C1-6 alkyl, -SO-C1-6 alkyl, -SO<sub>2</sub>-C1-6 alkyl and C1-6 alkoxy;

or a pharmaceutically-acceptable salt or in vivo hydrolysable precursor thereof.

3. (Currently Amended) A compound as claimed in claim 1 and wherein:  
R3 is hydrogen, chlorine, flourine, NO<sub>2</sub>, CF<sub>3</sub>, methyl, ethyl, methoxy, ethoxy;  
ring B is phenyl, biphenyl, naphthyl, pyridyl, pyrimidinyl, pyrazinyl and pyridazinyl;

P is a direct bond;

both X2 and X1 are N;

Y is -SO<sub>2</sub>-;

Q is -CH<sub>2</sub>-;

R2 is a ~~heterocyclylalkyl~~ ring having 5-7 ring atoms and comprising one or two ring heteroatoms independently selected from oxygen, nitrogen and sulphur, the ring being optionally substituted by (i) Y-R9 wherein Y is as stated in claim 1 and R9 is C1-6 alkyl or alkylamino, up to C10 aryl or arylamino, up to C12 aralkyl or aralkylamino, up to C12 heteroaryl(hetero)alkyl, R9 independently being optionally substituted by one or two groups selected from halogen, NO<sub>2</sub>, CN, CF<sub>3</sub>, C1-6 alkyl, -S-C1-6 alkyl, -SO-C1-6 alkyl, -SO<sub>2</sub>-C1-6 alkyl and C1-6 alkoxy;

R1 is hydrogen

Z is -N(OH)CHO;

or a pharmaceutically-acceptable salt or in vivo hydrolysable precursor thereof.

4. (Currently Amended) A compound as claimed in claim 1 and wherein:

R3 is methoxy, fluorine or 4-fluoro;

ring A is unsubstituted;

ring B is phenyl, pyridyl, or 2-pyridyl;

R2 is optionally substituted 3-piperidinyl, 4-piperidinyl or N-substituted 4-piperidinyl, or wherein the substituents are as stated in claim 3;

Or a pharmaceutically-acceptable salt or in vivo hydrolysable precursor thereof.

5. (Currently Amended) A compound as claimed in claim 1 and wherein R2 is 3- or 4-piperidinyl, optionally N-substituted by Y-R9 wherein Y is as stated in claim 1 and R9 is C1-4 alkyl or alkylamino, C6 aryl or arylamino, up to C10 aralkyl or aralkylamino or up to C10 heteroaryl(hetero)alkyl, R9 independently being optionally substituted by one or two groups selected from halogen, CF3, and C1-4 alkyl;

or a pharmaceutically-acceptable salt or in vivo hydrolysable precursor thereof.

6. (Currently Amended) A pharmaceutical composition which comprises a compound of the formula (I) as claimed in claim 1 or a pharmaceutically acceptable salt or an in vivo hydrolysable ester and a pharmaceutically acceptable carrier.

7. (Cancelled)

8. (Currently Amended) A method of treating a metalloproteinase mediated disease condition which comprises administering to a warm-blooded animal a therapeutically effective amount of a compound of the formula (I) or a pharmaceutically acceptable salt or in vivo hydrolysable ester thereof.

9. (Cancelled).

10. (Cancelled).

11. (Cancelled).

12. (Cancelled).

13. (New) The compound of claim 1, wherein ring A comprises an oxygen substituent and at least one of X1 and X2 represent a nitrogen atom adjacent to said oxygen substituent.